

Board Officers Policy Amendments

BACKGROUND

At its meeting on October 2018, the Executive & Audit Committee approved changes to the charter of the Office of Audit, Risk and Compliance, which necessitated changes in the office and title changes in three related Board policies at the January 2019 Board meeting. These amendments highlighted a need to establish a process to efficiently make administrative updates to policies. The Board Chair requested that the Board Secretary develop a proposal for an efficient way to make non-substantive, administrative updates to maintain the currency of Board policies.

PROPOSED AMENDMENTS

The Board Secretary reviewed the existing Board policies for an appropriate location to address the need for administrative updates to Board policies and is proposing that the Board give the Chair authority to make changes to policy to maintain the accuracy of titles, office names, and web links and the consistency of other items referenced in those documents. The Chair would report any changes to the Board at the next regularly scheduled meeting. The proposed amendments to the Board Officers Policy are shown in red text and strikethrough in Exhibit A of Attachment 1.

RECOMMENDATION

Staff propose that the Executive & Audit Committee recommend to the Board that it adopt the Resolution amending the Board Officer Policy as provided in Attachment 1.

RESOLUTION NO. _____



**Oregon State University
Amending Board Officers Policy**

BACKGROUND

Whereas, the Board of Trustees of Oregon State University (the “Board”) is the governing body of Oregon State University pursuant to Oregon Revised Statute (ORS) 352.033; and

Whereas, organizational and other information about the university may change from time to time; and

Whereas, Article IV, Section 1 of the Board’s bylaws requires that the Board maintain the currency of its governance policies and practices; and

Whereas, the Board seeks an efficient process for the Chair to authorize updates of administrative information referenced in the Board’s governance documents;

RESOLUTION

Now, therefore, be it resolved by the Board of Trustees that the amendments to Board Officers policy as provided in Exhibit A are approved.

This Resolution is effective _____.

APPROVED by the Board of Trustees _____

_____/ /2019
Secretary to the Board Date



Oregon State University Board Officers Policy

The officers of the Board are the Chair and Vice Chair.

Election of Board Officers

Before the first regular Board meeting in even-numbered years, the Secretary of the Board will poll trustees for comments and recommendations to nominate either current officers for re-election or new officers for election to two-year officer terms to begin July 1.

The Secretary will notify nominees of their nomination, inform them of Board officers' responsibilities, and confirm nominees' willingness to serve. The Secretary will report these findings to the Executive and Audit Committee.

At the first regular Board meeting in even-numbered years, the Executive and Audit Committee will make recommendations to the Board regarding the election or re-election of Board officers.

Officers are elected by a simple majority of those present at the Board meeting at which the election is held, a quorum being noted. Nominations may be made at the time of election. Election will be by written ballot upon the request of any two (2) trustees present at the election.

The two-year terms of incoming officers will begin on July 1. Officers will continue in office until their successors are elected. No officer will be eligible to serve more than two (2) consecutive two-year terms in the same office.

Board officer vacancies may be filled by election at any meeting of the Board. Election to a vacant office shall be for the remainder of the unexpired term.

Role of the Chair

The Chair shall preside over all Board meetings; appoint all committees not otherwise provided for; be an ex-officio member of all standing committees; execute all legal documents and instruments on behalf of the Board affecting interest in lands; and perform any other duties usually devolving to such an officer. **The Chair is authorized to approve non-substantive changes to board policies and materials solely to maintain the currency of titles, office names, and web links and the consistency of other items referenced in those documents. These changes will be noted in the document history, and the Chair will report to the Board any changes made under this authority at the next regularly scheduled meeting.**

At the request of the Chair of the Board, or when the Chair is absent or unable to act, the Vice Chair shall discharge the duties of the office as Chair Pro Tempore.

In selecting a Chair, the following should be considered:

- Leadership ability;
- Philosophy and judgment;
- Past performance as a Trustee;
- Availability of time; and
- Willingness to serve and commit the required time.

The Chair of the Board is the Board's leader in carrying out its policy role within the organizational framework of the Board. Specific duties include the following:

- Providing policy leadership separate from the Administration;
- Acting as presiding officer of the Board;
- After consultation with the Vice Chair and the Secretary, appointing the chair, vice chair, and members of all standing committees;
- Serving as the liaison between the Board and the President;
- Acting as Chair of the Executive and Audit Committee;
- Monitoring and evaluating the work of each of the Board committees;
- Coordinating the work of Board committees by seeing that work is planned in advance and by periodically attending committee meetings; and
- Representing the University in major public relations matters where the policy of the institution is concerned.

Role of the Vice Chair

Qualifications for Vice Chair should, in general, be the same as those for Chair. At the request of the Chair of the Board of Trustees or in the Chair's absence or inability to act, the Vice Chair of the Board discharges the duties of the office as Chair Pro Tempore of the Board of Trustees. The Vice Chair serves as a liaison to the OSU Foundation Board, providing regular reports on Board activities, unless otherwise delegated by the Chair.

Document History:

- Adopted by the Board of Trustees, March 13, 2014
- Amended by the Board of Trustees, October 20, 2017